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Form No. MGT-8

[Pursuant to section 92(2) of the Companies Act, 2013 and rule 11(2) of Companies (Management and Administration) Rules, 2014]

CERTIFICATE BY A COMPANY SECRETARY IN PRACTICE

We have examined the registers, records and books and papers of **G M Breweries Limited** (the Company) as required to be maintained under the Companies Act, 2013 (the Act) and the rules made thereunder for the financial year ended on 31st March, 2023. In our opinion and to the best of our information and according to the examinations carried out by us and explanations furnished to us by the Company, its officers and agents, we certify that:

A. the Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.

B. During the aforesaid financial year the Company has complied with provisions of the Act & Rules made there under in respect of:

1. Based on the data provided by the Company, its Officer, data available on MCA, the status of the Company is Active as on 31st March 2023.
2. The Company has kept and maintained registers as per the provisions of the Act (as listed in **Annexure "A"**) and the rules made thereunder and entries therein have been properly recorded.



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3. The Company has filed the forms and returns with the Registrar of Companies, Regional Director, Central Government, Company Law Board or other authorities as prescribed under the Act and the rules made thereunder.
4. (I) The Board of Directors met **4 times (Four)** respectively as stated in the Annual return during the year under review in respect of which meetings notices were given and the proceedings were recorded and signed in the Minutes Book maintained for the purpose. No circular resolution was passed during the year under scrutiny. **(Stated in Annexure "B")**

(II) The Annual General Meeting for the financial year ended on **31st March, 2022** was held on **24th May, 2022** after giving notice to the members of the Company and the resolutions passed thereat were recorded in Minutes Book maintained for the purpose.

(III) No extra ordinary general meeting/s was held during the financial year under review.
5. The Company has closed its Register of Members from 18th May, 2022 to 24th May, 2022 during the financial year under review.
6. The Company has not advanced loans to its Directors or any persons interested therein referred to under Section 185 of Companies Act, 2013.
7. The Company has complied with the provisions of section 188 of the Act in respect of contracts/arrangements with related parties as specified in section.
8. There were no transactions necessitating the Company to keep in abeyance rights to dividend, rights shares and bonus shares pending registration of transfer of shares.
10. (I) The Company has deposited requisite amount of Dividend in the Company's Separate Bank Account and Dividend warrants were duly issued in respect of dividend declared.

(II) The Company has made payment of dividend in time to all the members of the Company during the financial year and Dividend warrants were duly issued in respect of dividend declared.

(III) The Unpaid Dividend Amount lying in the Unpaid Dividend Account and the amount that is required to be transferred to the Investors Education and Protection Fund have been transferred accordingly till date.
11. The Company has complied with the provisions of Section 134 of the Act, with regard to the signing of audited financial statement and report of directors thereon as per sub - sections (3), (4) and (5) of Section 134.



12. The Board of Directors of the Company is constituted as per the terms of Companies Act, 2013.
13. The Company has appointed auditor complying with the Provision of section 139 of the Act after taking members approval in Annual General Meeting held on **24th May, 2022** and there was no casual vacancies of Auditor during the year under review.
14. The Company was not required to obtain any approvals from the Central Government, Tribunal, Regional Director, Court or such other authorities under the various provisions of the Act during the Financial Year and the Company has taken approvals from the Registrar and have also sent proper intimations, as required under the Act and complied with the provisions of the Act.
15. The Company has not invited/accepted any deposits including any unsecured loans falling within the purview of section 73 during the financial year under review.
16. The Company has not made any borrowings from its Directors, Members, public financial institutions, banks and others falling within the purview of section 180 during the financial year under review.
17. During the financial year under review, Company has not given any loans or advances, or given guarantees or provided securities to other bodies corporate under the provisions of section 186 of the Act;



Kala Agarwal
Practicing Company Secretary
CP NO: 5356
UDIN: F005976E000564182

Place: Mumbai
Date: 7th July, 2023

ANNEXURE "A"

Registers maintained by the Company

Statutory Registers

Sr no.	Name of register	Section/rule under Companies Act, 2013
1.	Register of Members (Form MGT-1)	Section 88(1)(a), Rule 3(1) of the Companies (Management and Administration) Rules, 2014
2.	Minutes Book of meeting of Board of Directors	Section 118
	Minutes Book of meeting of the Committees	
3.	Minutes Book of General Meeting	Section 118
4.	Register of Contracts in which Directors are interested (Form MBP-4)	Section 189(1), Rule 16(1) of the Companies (Meetings of Board & its Powers) Rules, 2014
5.	Register of Directors & Key Managerial Personnel & their Shareholding	Section 170, Rule 17 of the Companies (Appointment & Qualification of Directors) Rules, 2014

Other Registers:

1.	Register of Transfers
2.	Attendance of Meetings of Board of Directors
3.	Attendance of Meetings of Committees
4.	Attendance of Members at General Meetings



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ANNEXURE 'B'

Form and Returns as filed by the Company with the Registrar of Companies during the year ended **31st March, 2023:**

Sr. No.	Description of the Event/ Matter	Date of the Event	Section & Description	SRN/ Date of Filing
1	Form ADT-1	24/05/2022	Pursuant to section 139 of the Companies Act, 2013	F04186300 03/06/2022
2	Form MGT-15	24/05/2022	Section 121(1) of the Companies Act, 2013	F04221834 03/06/2022
3	Form DIR-12	31/05/2022	Sections 7(1) (c), 168 & 170 (2) of the Companies Act, 2013	F05966122 13/06/2022
4	Form AOC-4 XBRL	24/05/2022	Section 137 of the Companies Act, 2013	F05882113 13/06/2022
5	Form IEPF-7	03/06/2022	Rule 6(14) and 6A(13) of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016	F10546505 28/06/2022
6	Form IEPF-2	07/07/2022	Rule 5(8) and 7(2B) of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016	F15217615 14/07/2022



7	Form MGT-14		07/07/2022	Section 94(1), 117(1) of The Companies Act	F15191000 14/07/2022
8	Form DIR-12		07/07/2022	Sections 7(1) (c), 168 & 170 (2) of the Companies Act, 2013	F15987365 19/07/2022
9	Form MGT-7		24/05/2022	Sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014	F16400491 21/07/2022
10	Form MGT-14		11/10/2022	Section 94(1), 117(1) of The Companies Act, 2013	F31257355 19/10/2022
11	Form MGT-14		12/04/2022	Section 94(1), 117(1) of The Companies Act, 2013	F52915865 13/12/2022
12	Form-IEPF-5 verification Report	E	04/10/2022	Online Verification Report - Pursuant to Section 125 of Companies Act, 2013	F54225073 29/12/2022
13	Form-IEPF-5 verification Report	E	11/11/2022	Online Verification Report - Pursuant to Section 125 of Companies Act, 2013	F54368105 30/12/2022
14	Form-IEPF-5 verification Report	E	25/01/2023	Online Verification Report - Pursuant to Section 125 of Companies Act, 2013	F58257312 01/02/2023
15	Form MGT-14		12/01/2023	Section 94(1), 117(1) of The Companies Act, 2013	AA1351401 10/02/2023
16	AOC-4 CSR		24/05/2022	Pursuant to sub-rule (1B) of Rule 12 of Companies (Accounts) Rules, 2014	F45305547 18/11/2022



17	Form IEPF-1	23/06/2015	Pursuant to rule 5(1) of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016	F26424234 27/09/2022
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Regional Director
Central Government
Other authorities

NIL
NIL
NIL



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Kala Agarwal
Practicing Company Secretary
CP NO: 5356
UDIN: F005976E000564182

Place: Mumbai
Date: 7th July, 2023

ANNEXURE 'C'

Number of Board Meetings held by the Company during the financial year 2022-23

Sr. No.	Date of meeting	Total No. of Directors on the Date of Meeting	No. of Directors attended	% of Attendance
1	12/04/2022	8	8	100%
2	07/07/2022	8	8	100%
3	11/10/2022	8	8	100%
4	12/01/2023	8	8	100%



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